

# Exhibit 3

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

	: Civil Action No
	: 5:16-cv-10444
In re: FLINT WATER CASES	:
	: Hon. Judith E. Levy
	: Mag. Mona K. Majzoub

STATE OF MICHIGAN  
CIRCUIT COURT FOR THE 7TH JUDICIAL CIRCUIT  
GENESEE COUNTY

In Re: FLINT WATER LITIGATION : No. 17-108646-N0  
: (this filing does  
ATTORNEY GENERAL DANA NESSEL, : NOT relate to all of  
on behalf of the People of the : the cases - only  
State of Michigan, : 16-107576-NM)  
:  
Plaintiff, :  
v. : No. 16-107576-NM  
: Hon. Joseph J. Farah  
VEOLIA NORTH AMERICA, INC., :  
a Delaware Corporation, et al., : HIGHLY CONFIDENTIAL  
:  
Defendants. :  
:

Monday, June 28, 2021

Deposition of BRIAN CLARKE, conducted at the location of the witness in Lombard, Illinois, commencing at 8:06 a.m., on the above date, before Carol A. Kirk, Registered Merit Reporter, Certified Shorthand Reporter, and Notary Public.

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deps@golkow.com

1                   You can answer, Mr. Clarke.

2                   A.     About the aesthetic quality,  
3     color, taste, solids, and smell. That's what  
4     was referenced there.

5                   Q.     Okay. And scrolling down,  
6     Mr. Chen talks about the city's expectation on  
7     the consultant. He says, "My assessment is that  
8     the city's expectation on the consultant is  
9     unrealistic. There is no small tweaking will  
10    allow the city to comply with the TTHM's  
11    regulation, or implement any engineering  
12    solutions to reduce TTHMs within 30 to 60 days.  
13    Yet, TTHMs is not even in most of residents  
14    minds. Their concerns are of overall water  
15    quality issues comparing to DWSD water."

16                  Did I read that correctly?

17                  A.     Yes.

18                  Q.     Okay. So Mr. Chen knew before the  
19    project even got started that the city's  
20    expectation on the consultant was unrealistic,  
21    right?

22                  A.     That was his assessment. Yes.

23                  MR. McELVAINE: Object to the  
24                       form.

1 I would probably guess -- it's only a guess --  
2 some Internet searching here, too, referring to  
3 NBS News.

4 Q. And Mr. Chen acknowledges that the  
5 expectation wasn't TTHM. "The unrealistic  
6 expectation wasn't just solving TTHMs, but  
7 rather the overall water quality issues and  
8 comparing the water to DWSD."

9 Correct?

10 MR. McELVAINE: Objection as to  
11 form.

12 You can answer, Mr. Clarke.

13 A. That's what he's saying in this  
14 e-mail. Yes.

15 Q. Okay. And then Mr. Chen also  
16 writes in response to Mr. Nicholas' e-mail --  
17 this is the same date. It appears later that  
18 morning.

19 Mr. Chen writes, "What a  
20 consultant role may not achieve, in my view, is  
21 to satisfy all the concerns the customers have  
22 currently, or guarantee a solution that will  
23 solve the city's public relationship problem and  
24 within its financial constraints (basically

1 cheaper than the DWSD option in the next year  
2 and a half). In my view, we can't guarantee any  
3 implementation schedule, cost, or outcome, even  
4 after a week- or month-long evaluation."

5 So at least -- prior to the  
6 project, at least one of Veolia's engineers on  
7 the project knew that Veolia could not satisfy  
8 residents' concerns regarding water quality,  
9 correct?

10 A. I think he's saying --

11 MR. McELVAINE: Objection to the  
12 form.

13 You can answer.

14 A. I think he's saying that a  
15 consultant role could not do that.

16 Q. Okay. He also believed -- I'm  
17 sorry. I didn't mean to cut you off if you  
18 weren't done.

19 A. That's okay. That's what he said.

20 Q. Okay. He also believed that  
21 Veolia could not guarantee an outcome for the  
22 city with respect to its water quality after a  
23 week- or even a month-long evaluation of the  
24 water system, correct?

1     what we need."

2                     And then later he goes, "The  
3     ultimate focus is not on the water problem but  
4     fixing the entire utility.  It's a great PPS  
5     delegated management or O&M possibility."

6                     So February 3rd is before the  
7     contract had been entered, correct?

8             A.     Yes.

9             Q.     Okay.  So at that time, the  
10    project coordinator for the Flint project was  
11    saying that the ultimate focus of Veolia wasn't  
12    on the water problem but fixing the entire  
13    utility and upselling or converting it into a  
14    PPS delegated management or O&M responsibility,  
15    correct?

16                    MR. McELVAINE:  Object to form --  
17                    sorry.  Object to form.

18                    You can answer, Mr. Clarke.

19             A.     That is what his e-mail says.

20             Q.     Okay.  So, again, it wasn't a  
21    hope.  It was actually Veolia's focus at the  
22    time before the contract was entered to convert  
23    this into a larger contract, correct?

24                    MR. McELVAINE:  Object to form.

1 "fixing" into your statement.

2 Q. Okay.

3 A. The statement is, "The ultimate  
4 focus is not on the water problem but fixing the  
5 entire utility." If you fix the entire utility,  
6 you fix the water problem as well.

7 So the idea here, the intent of  
8 the e-mail, is to indicate that we were hoping  
9 to do more work that would encompass not only  
10 what we did the first week of work on but other  
11 elements of their entire utility, including  
12 wastewater.

13 Q. Fixing the entire utility would  
14 necessitate -- would necessarily require a  
15 larger contract, correct, whether it be PPS  
16 delegated management or O&M?

17 A. Yes.

18 Q. Okay.

19 A. It would require a larger  
20 contract, a different contract, and more scope,  
21 certainly.

22 - - -

23 (Clarke Deposition Exhibit 18 marked.)

24 - - -

1                               So it's true that Veolia viewed  
2   the Flint project as a paid sales effort,  
3   correct?

4                               MR. McELVAINE: Object to the  
5                               form.

6                               You can answer, Mr. Clarke.

7                               A.    This is how Mr. Nicholas described  
8   it in June of that year.   Yes.   That's how it  
9   was described.

10                            Q.    Okay. And Mr. Nicholas, again,  
11   was a project coordinator and really the lead on  
12   the Flint project in obtaining the Flint  
13   project, correct?

14                           A.    No.

15                            MR. McELVAINE: Object to the  
16                            form.

17                            You can answer.

18                           Q.    Okay.

19                           A.    He was the project coordinator.

20   Our projects are essentially team efforts. This  
21   particular project was conducted, as you said  
22   earlier today, by the boots on the ground,  
23   Mr. Gnagy and Mr. Chen.

24                            Mr. Nicholas' role was to work




CERTIFICATION

I, Carol A. Kirk, Registered Merit Reporter and Certified Shorthand Reporter, do hereby certify that prior to the commencement of the examination, BRIAN CLARKE, was duly remotely sworn by me to testify to the truth, the whole truth, and nothing but the truth.

I DO FURTHER CERTIFY that the foregoing is a verbatim transcript of the testimony as taken stenographically by me at the time, place, and on the date hereinbefore set forth, to the best of my ability.

I DO FURTHER CERTIFY that I am neither a relative nor an employee nor attorney nor counsel of any of the parties to this action, and that I am neither a relative nor employee of such attorney or counsel, and that I am not financially interested in the action.



Carol A. Kirk, RMR, CSR

Notary Public

Dated: July 8, 2021